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AUCTION: December 1, 2015 at 11am (ET)

- and -

Howard J. Weg, Esq.
Scott F. Gautier, Esq.
ROBINS KAPLAN LLP
2049 Century Park East
Suite 3400
Los Angeles, CA 90067-3208
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Counsel for Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

33 PECK SLIP ACQUISITION LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 15-12479 (JLG)

(Jointly Administered)

**NOTICE REGARDING BID RECEIVED FROM HOWARD HUGHES
CORPORATION IN CONNECTION WITH AUCTION FOR HOTEL
PROPERTY LOCATED AT 33 PECK SLIP, NEW YORK, NEW YORK
AND NOTICE OF HEARING TO DETERMINE WHETHER HOWARD
HUGHES CORPORATION IS A QUALIFIED BIDDER**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: 33 Peck Slip Acquisition LLC (3412), 52 West 13th P, LLC (4970), 36 West 38th Street, LLC (6842), and Gemini 37 West 24th Street MT, LLC (4143).

PLEASE TAKE NOTICE THAT as a follow-up to the *Notice of Bid And Auction For Hotel Property Located at 33 Peck Slip, New York, New York* that was filed by 33 Peck Slip Acquisition LLC (the “Debtor”) on November 25, 2015 as Docket Number 184, the Debtor hereby provides notice that it received confirmation from Old Republic National (the “Escrow Agent”) that at 4:01 p.m. ET on November 30, 2015, the Howard Hughes Corporation (“HHC” or the “Acceptable Bidder”) deposited \$3,730,000 (the “Deposit”) in support of its bid for the purchase of the real property located at 33 Peck Slip, New York, NY (the “Property”). A true and correct copy of the Wire Report Detail showing that the Deposit was received by the Escrow Agent is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE THAT on November 29, 2015 at approximately 10:05 p.m. ET, counsel for the Debtor received an e-mail indicating that HHC had obtained the requisite corporate approvals to proceed with its bid for the Property. A true and correct copy of that e-mail is attached hereto as Exhibit B. Thereafter, at approximately 5:11 p.m. ET on November 30, 2015, counsel for the Debtor received a letter from Peter F. Riley, the General Counsel for HHC, confirming that HHC had received all required corporate approvals and indicating that HHC intended to participate in the Auction (the “HHC Letter”). A true and correct copy of the HHC Letter is attached hereto as Exhibit C.

PLEASE TAKE FURTHER NOTICE THAT pursuant to the Order approving the bidding procedures (the “Sale Procedures”), the Bankruptcy Court will hold a hearing at 11:00 a.m. ET on December 1, 2015 in Courtroom 601 located at One Bowling

Green, New York, NY, 10004 to determine whether HHC is a “Qualified Bidder” that may participate in the Auction (the “Qualification Hearing”).

PLEASE TAKE FURTHER NOTICE THAT if any other party in interest objects to HHC becoming a Qualified Bidder, then the objecting party shall, at any time prior to the Qualification Hearing, file with the Court a notice of objection to the Acceptable Bid and Acceptable Bidder with a short summary of the reasons that the Acceptable Bid and Acceptable Bidder should not be considered a Qualified Bid and Qualified Bidder.

PLEASE TAKE FURTHER NOTICE THAT if the Bankruptcy Court determines that HHC is a Qualified Bidder, the Auction will take place directly after the Qualification Hearing. At the conclusion of the Auction, the Debtor shall request the Court to confirm the designation of the “Successful Bidder” as defined in the Sale Procedures.

Dated: November 30, 2015

ROBINS KAPLAN LLP

By: /s/ Scott F. Gautier
David B. Shemano, Esq.
601 Lexington Avenue
Suite 3400
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-and-

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Counsel for Debtors and Debtors in Possession

EXHIBIT A

OLD REPUBLIC NATIONA

** All values are subject to verification and adjustments. **

Wire Detail Report - Date

Current Day

| | | | |
|---------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------|-------------------------|
| Credit Amount | 3,730,000.00 USD | Transaction Date / Time | 11/30/2015 04:01 PM EST |
| Description | FEDWIRE CREDIT | Value Date / Time | 11/30/2015 04:01 PM EST |
| | | Release Time | |
| Customer Reference | 151130055652 | Bank Reference | 6467209334FF |
| FED Reference | 1130 MMQFMP31 003500 **VIA FED** | Fed Time (ET) | 15:59 |
| GFP Reference | | GFP Received | 11302100 |
| MRN Sequence | 151130055652 | Sending Bank ID | 091000022 |
| Received From | U S BANK NATIONAL ASSOC DUE FROM EP-MN-L20C 200 S 6TH STREET MINNEAPOLIS MN 55402 | | |
| By Order Customer | /000104790836720 THE HOWARD HUGHES CORPORATION ONE GALLERIA TOWER 13355 NOEL RD FL 22 DALLAS,TX,75240 | | |
| Remarks | TITLE ORDER MTANY-105673 NEW YORK SEAPORT /33 PECK SLIP DEBIT REF 151130055652 | | |

| | | | | | |
|-------------------------------------------------|-------------------|--------------------|------------|-------------------------|---------------------|
| ACCOUNT TOTALS: | 11/30/2015 | Total Items | CCY | Total Credits | Total Debits |
| 838190676 - OLD REPUBLIC NATIONAL TITLE INSURAN | | 2 | USD | 5,480,000.00 2 items | NOT AVAILABLE |

| | | | | |
|------------------------------------|--------------------|------------|-------------------------|---------------------|
| ALL DATES TOTALS:11/30/2015 | Total Items | CCY | Total Credits | Total Debits |
| 838190676 | 2 | USD | 5,480,000.00 2 items | NOT AVAILABLE |

END OF REPORT

EXHIBIT B

From: Dietderich, Andrew G.
Sent: Sunday, November 29, 2015 10:05 PM
To: Gautier, Scott F.; Kranzley, Alexa J.
Cc: Peter Riley (Peter.Riley@howardhughes.com); Chris Curry (chris.curry@howardhughes.com); Craig Hormann (Craig.Hormann@howardhughes.com); David Weinreb (David.Weinreb@howardhughes.com); Grant Herlitz (Grant.Herlitz@howardhughes.com); GSaydah@KelleyDrye.com; Kranzley, Alexa J.; Surapaneni, Pavan C.; Roscoe, Jared P.
Subject: RE: 33 Peck Slip Acquisition LLC

Scott, I hope you had a happy Thanksgiving. Howard Hughes Corporation has obtained the corporate approvals it needs to proceed - thank you for your patience over the holiday weekend - and intends to post the deposit tomorrow and attend the auction on Tuesday. Alexa will coordinate any remaining papers you require in the morning. Best, Andy

EXHIBIT C

The Howard Hughes Corporation
Corporate Office
One Galleria Tower
Suite 950
13355 Noel Road
Dallas, TX 75240

T 214.741.7744
F 972.392.6290
peter.riley@howardhughes.com

Peter F. Riley
General Counsel

November 30, 2015

Via E-Mail

Scott Gautier
Robins Kaplan LLP
2049 Century Park East, Suite 3400
Los Angeles, CA 90067

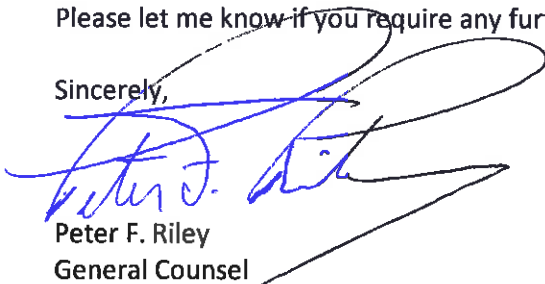
Re: Bid Letter for 33 Peck Slip
Chapter 11 Case No. 15-12479 (JLG)

Dear Mr. Gautier:

We write as a follow-up to our letter to you dated November 24, 2015. The Howard Hughes Corporation has since obtained the requisite corporate approvals to proceed with our bid for the above referenced Property. Accordingly, the temporary condition in our executed Modified Purchase Agreement is satisfied, and we anticipate participating as a Qualified Bidder at the auction scheduled for December 1, 2015 at 11:00 am (EDT) at the United States Bankruptcy Court for the Southern District of New York, Courtroom 601, One Bowling Green, New York, NY 10004.

Please let me know if you require any further information.

Sincerely,



Peter F. Riley
General Counsel